

December 20, 1995

Dr. William and Mrs. Patricia Steinbrink
 122 Columbia Circle
 Erie, PA 16505

Re: Genesis Capital Fund, L.P.

Dear Partner:

We have estimated your share of the taxable income or expense through November 30, 1995 as follows:

<u>Ordinary Income (Loss) *</u>	<u>Total Capital Gain (Loss)</u>	<u>Interest Expense</u>
\$968,000	(\$43,000)	\$130,000

* Excludes interest expense

The Partnership has taken the position that for Federal income tax purposes it will be considered to be a trader in securities and that each partner who is an individual may deduct his/her share of expenses of the Partnership (other than interest expense) under Section 162 of the Code as a business expense rather than as an investment expense deductible under Section 212 of the Code.

The net ordinary income (loss) of the trading operation has been reported without taking into account any deduction for interest expense attributable to the trading operation. A partner who materially participates in the trading operation, must reduce (increase) the net ordinary income (loss) from the trading operation by the interest expense. A partner that does not materially participate must report the net ordinary income (loss) as shown and must deduct the allocable interest expense as interest expense subject to the investment interest expense limitation.

The above amounts are through November 30, 1995 and are subject to change during the remainder of 1995.

During 1996 we will send your Schedule K-1 needed for the preparation of your 1995 income tax returns.

Very truly yours,

ROTHSTEIN, KASS & COMPANY, P.C.

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Roseland, New Jersey

New York, New York

280 Corporate Center
 85 Livingston Avenue, Roseland, New Jersey 07068-1785
 (201) 994-6666 / (212) 490-7700 / FAX (201) 994-0337



Rothstein, Kass & Company, P.C.
 CERTIFIED PUBLIC ACCOUNTANTS

December 20, 1995

Steinbrink, Finn & Associates, Inc. Profit Sharing Plan
 122 Columbia Circle
 Erie, PA 16505
 Attn: Dr. William H. Steinbrink

Re: Genesis Capital Fund, L.P.

Dear Partner:

We have estimated your share of the taxable income or expense through November 30, 1995 as follows:

Exhibit "B"

<u>Ordinary Income (Loss) *</u>	<u>Total Capital Gain (Loss)</u>	<u>Interest Expense</u>
\$172,000	(\$9,000)	\$23,000

* Excludes interest expense

The Partnership has taken the position that for Federal income tax purposes it will be considered to be a trader in securities and that each partner who is an individual may deduct his/her share of expenses of the Partnership (other than interest expense) under Section 162 of the Code as a business expense rather than as an investment expense deductible under Section 212 of the Code.

The net ordinary income (loss) of the trading operation has been reported without taking into account any deduction for interest expense attributable to the trading operation. A partner who materially participates in the trading operation, must reduce (increase) the net ordinary income (loss) from the trading operation by the interest expense. A partner that does not materially participate must report the net ordinary income (loss) as shown and must deduct the allocable interest expense as interest expense subject to the investment interest expense limitation.

The above amounts are through November 30, 1995 and are subject to change during the remainder of 1995.

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Very truly yours,

ROTHSTEIN, KASS & COMPANY, P.C.

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Roseland, New Jersey

New York, New York

TOTAL P.01